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EQUITABLE RESOURCES INC /PA/

Form 11-K

June 22, 2001

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 11-K

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the year ended December 29, 2000

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-3551

EQUITABLE RESOURCES, INC. EMPLOYEE SAVINGS PLAN

(Full title of the Plan and address of the Plan,  
if different from that of the issuer named below)

EQUITABLE RESOURCES, INC.

One Oxford Centre, Suite 3300, 301 Grant Street,  
Pittsburgh, Pennsylvania 15219

(Name of issuer of the securities held pursuant to the  
Plan and the address of principal executive office)

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### REPORT OF INDEPENDENT AUDITORS

Administrative Committee  
Equitable Resources, Inc. Employee Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Equitable Resources, Inc. Employee Savings Plan as of December 29, 2000 and 1999, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 29, 2000 and 1999, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held at end of year as of December 29, 2000 and reportable transactions for the year then ended are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

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Ernst & Young LLP

Pittsburgh, Pennsylvania  
June 21, 2001

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EQUITABLE RESOURCES, INC.

EMPLOYEE SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 29	
	2000	1999
Investments, at fair value:		
Mutual funds	\$43,450,311	\$50,330,880
Common/collective trusts	6,555,538	8,503,766
Employer Stock Fund	11,088,854	6,067,879
Participant loans	523,157	568,575
Net assets available for benefits	\$61,617,860	\$65,471,100

SEE ACCOMPANYING NOTES.

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EQUITABLE RESOURCES, INC.

EMPLOYEE SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

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	YEAR ENDED DECEMBER 29	
	2000	1999
-----		
Additions:		
Investment income:		
Interest and dividends	\$ 4,156,573	\$ 5,065,948
Interest on participant loans	43,970	53,016
-----		
Total investment income	4,200,543	5,118,964
Net (depreciation) appreciation in fair value of investments	(1,530,681)	7,622,317
Contributions:		
Matching	2,731,321	2,398,489
Contract	7,046,631	6,546,454
-----		
Total contributions	9,777,952	8,944,943
-----		
Total additions	12,447,814	21,686,224
Deductions:		
Withdrawals by participants	18,009,109	22,989,183
Expenses	9,557	9,125
-----		
Total deductions	18,018,666	22,998,308
Transfers from other plans	1,566,832	--
Transfers from affiliated plan	155,139	83,351
Other	(4,359)	--
-----		
Net decrease in net assets available for benefits	(3,853,240)	(1,228,733)
Net assets available for benefits:		
At beginning of year	65,471,100	66,699,833
-----		
At end of year	\$61,617,860	\$65,471,100
=====		

SEE ACCOMPANYING NOTES.

EQUITABLE RESOURCES, INC.  
EMPLOYEE SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED  
DECEMBER 29, 2000

1. Description of Plan

The following description of the Equitable Resources, Inc. Employee Savings Plan (Plan) provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

General

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The Plan is a defined contribution profit sharing and savings plan, with a 401(k) salary reduction feature, implemented on September 1, 1985, by Equitable Resources, Inc. and certain subsidiaries (the Company or Companies) (unless the represented employee's collective bargaining agreement specifically provides for participation).

All regular, full-time, non-union employees of the Companies are eligible to participate in the Plan on his or her first day of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 1999, the Plan was amended to change the plan year's end from December 31 to December 29.

During February 2000, Equitable Resources, Inc. acquired Appalachian Production assets of Stat Oil. As such, employees of Stat Oil became participants in the Plan and transferred in approximately \$1.6 million of assets.

### Contributions

Participants can elect to contribute between 1% and 15% of eligible earnings to the Plan, subject to Internal Revenue Code (IRC) limitations. These contributions are referred to as contract contributions.

Prior to January 1, 1999, the Company matched 50% of the first 6% of participants' contract contributions. Effective January 1, 1999, the Company will match a percentage of the first 6% of the participants' contract contributions based on years of service for participants in the NORESCO and Equitable Services divisions as follows:

Years of Service	Matching Contribution Percentage
-----	-----
Less than one year	50%
More than one year and less than three years	75%
More than three years	100%

All other participants will receive a match of 50% of the first 6% of their contract contributions.

In addition, Equitable Production segment and Equitable Headquarters participants receive a performance contribution which is determined on an annual basis at the discretion of the Company. During 2000 and 1999, the amount of the performance contribution was 6% of eligible compensation.

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### 1. Description of Plan (Continued)

#### Contributions (Continued)

In addition, effective January 1, 1999, the matching contribution shall be invested in the Employer Stock Fund until the participant is 100% vested. After the participant is 100% vested, the matching contribution will follow the participant's contract investment election(s).

#### Rollover Contributions

Participants are allowed to make rollover contributions (contributions transferred to the Plan from other qualified retirement plans), subject to certain requirements.

#### Vesting

Participants are 100% vested in the value of contract contributions made, and any rollover contributions.

If employment is terminated for any reason other than retirement, death, or total and permanent disability, a participant is entitled to receive the vested value of any employer contributions.

Effective January 1, 1999, the vesting schedule for participants in the Plan was changed. Matching contributions are now vested in accordance with the following schedule:

Years of Continuous Service -----	Vested Interest -----
One year	33%
Two years	66%
Three years	100%

EQUITABLE RESOURCES, INC.  
EMPLOYEE SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED  
DECEMBER 29, 2000

### 1. Description of Plan (Continued)

#### Vesting (Continued)

Prior to January 1, 1999, the vesting schedule was:

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Years of Continuous Service -----	Vested Interest -----
Less than five years	0%
Five years or more	100%

Amounts forfeited by participants upon termination are used to reduce the amount of the Company's future employer contributions to the Plan. In 2000 and 1999, forfeitures of approximately \$165,000 and \$161,000, respectively, were used to offset contributions.

Upon retirement, death, total and permanent disability or termination of the Plan, a participant is entitled to receive the full value of any employer contributions, regardless of years of continuous service.

### Withdrawals by Participants

Payments to participants can be made as follows: a lump-sum distribution, a direct rollover, if applicable, or, in the case of a distribution on account of retirement or total and permanent disability, equal periodic payments over the lesser of: a) the life expectancy of the participant and beneficiary or b) twenty (20) years.

In September 1999, the Company sold its Midstream Operations to a third party. In connection with this sale, assets of \$7.9 million, which represented the balances of participants affected by this sale, were rolled over to the buyer's benefit plan.

### Loans to Participants

A participant may borrow money from the Plan in amounts up to the lesser of \$50,000 or 50% of the vested balance of a participant's account.

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EQUITABLE RESOURCES, INC.  
EMPLOYEE SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED  
DECEMBER 29, 2000

## 2. Summary of Significant Accounting Policies

### Investments

Short-term investments are valued at cost, which approximates market. The Employer Stock Fund consisting of Equitable Resources, Inc. common stock (Company common stock) is valued at market price as quoted on the New York Stock Exchange. The contracts included in the Putnam Stable Value Fund are valued at face value, which approximates market. Other investments are valued at market. There were 166,125 and 181,809 shares of Company common stock as of December 29, 2000 and 1999, respectively.

### Use of Estimates

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The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

## 3. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, the interests of all affected participants will become fully vested.

## 4. Investments

The Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	NET CHANGES IN FAIR VALUE	
	DECEMBER 29 2000	1999
Investments at fair value as determined by quoted market prices:		
Registered investment companies	\$ (7,225,745)	\$6,790,995
Common/collective trusts	(11,819)	-
Employer stock	5,706,883	831,322
	<u>\$ (1,530,681)</u>	<u>\$7,622,317</u>

## 4. Investments (Continued)

Investments that represent 5% or more of fair value of the Plan's net assets not separately disclosed are as follows:



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Alger Mid Cap Retirement Fund	\$ 470,047	\$ --
The George Putnam Fund of Boston	5,081,927	6,284,386
The Putnam Fund for Growth and Income	9,083,363	10,939,364
Putnam Income Fund	1,128,788	1,211,749
Putnam Vista Fund	321,359	--
Putnam Voyager Fund	17,744,574	23,530,520
Putnam Asset Allocation--Growth Portfolio	2,142,311	--
Putnam Asset Allocation--Balanced Portfolio	1,464,368	--
Putnam Asset Allocation--Conservative Portfolio	438,205	--
Putnam International Growth Fund	4,891,608	4,030,769
Putnam Stable Value Fund	6,328,090	8,503,766

Information about the net asset and significant components of the changes in net assets related to the nonparticipant-directed investment is as follows:

	YEAR ENDED DECEMBER 29	
	2000	1999
Net asset:		
Employer Stock Fund	\$11,088,854	\$6,067,879
Changes in net assets:		
Dividend income	\$ 201,171	\$ 235,560
Net appreciation in fair value of investments	5,706,883	831,322
Employer contributions	1,011,391	1,002,216
Employee contributions	202,590	211,056
Withdrawals by participants	(1,147,772)	(1,623,302)
Expenses	(974)	(862)
Transfers to funds	(872,985)	(947,867)
Transfers from other plan	--	9,294
Other	(79,329)	--
	\$ 5,020,975	\$ (282,583)

## EQUITABLE RESOURCES, INC. EMPLOYEE SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 29, 2000

### 5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated July 13, 1999, stating that the Plan is qualified under

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Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since the date of the determination letter. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

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### SUPPLEMENTARY INFORMATION

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EQUITABLE RESOURCES, INC.  
EMPLOYEE SAVINGS PLAN

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PLAN 202 EIN: 25-0464690

SCHEDULE H, LINE 4I--SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 29, 2000

IDENTITY OF ISSUE	DESCRIPTION OF INVESTMENT	
* Putnam Bond Index Fund	Common/collective trust	
Alger Mid Cap Retirement Fund	Mutual fund	
Equitable Life Insurance	Money market fund	
Pimco Total Return Administrative Fund	Mutual fund	
Alger Small Cap Retirement Fund	Mutual fund	
Neuberger Berman Genesis Trust	Mutual fund	
Pending Account	Noninterest-bearing cash	
* The George Putnam Fund of Boston	Mutual fund	
* The Putnam Fund for Growth and Income	Mutual fund	
* Putnam Investors Fund	Mutual fund	
* Putnam Income Fund	Mutual fund	
* Putnam Global Growth Fund	Mutual fund	
* Putnam Vista Fund	Mutual fund	
* Putnam Voyager Fund	Mutual fund	
* Putnam Growth Opportunities Fund	Mutual fund	
* Putnam OTC and Emerging Growth Fund	Mutual fund	
* Putnam Asset Allocation--Growth Portfolio	Mutual fund	
* Putnam Asset Allocation--Balanced Portfolio	Mutual fund	
* Putnam Asset Allocation--Conservative Portfolio	Mutual fund	
* Putnam S&P 500 Index Fund	Common/collective trust	
* Putnam International Growth Fund	Mutual fund	
* Putnam Balanced Fund	Mutual fund	
Loan Fund	Participant loans--8.75% to 10.50%	
Equitable Resources Common Stock Fund	Employer securities--common shares	\$5
* Putnam Stable Value Fund	Common/collective trust	

(a) Cost information not required as per Special Rule for certain participant-directed transactions.

\*Party-in-interest to the Plan.

EQUITABLE RESOURCES, INC.  
EMPLOYEE SAVINGS PLAN

PLAN 202 EIN: 25-0464690  
SCHEDULE H, LINE 4J--SCHEDULE OF REPORTABLE TRANSACTIONS  
YEAR ENDED DECEMBER 29, 2000

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IDENTITY OF PARTY INVOLVED	DESCRIPTION OF INVESTMENT	PURCHASE PRICE	SELLING PRICE	CO A
-----				
Category (i)--individual transactions in excess of 5% of plan assets				
Equitable Resources, Inc.	Employer Stock Fund	\$ 335,573	\$ --	\$ 3
Equitable Resources, Inc.	Employer Stock Fund	391,827	--	3
Category (iii)--series of transactions in excess of 5% of plan assets				
Equitable Resources, Inc.	Employer Stock Fund	3,883,272	--	3,8
Equitable Resources, Inc.	Employer Stock Fund	--	4,598,788	3,3
There were no category (ii) or (iv) reportable transactions during 2000.				

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## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Administrative Committee of the Plan have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

EQUITABLE RESOURCES, INC.  
EMPLOYEE SAVINGS PLAN  
(Name of Plan)

By /s/ David L. Porges

-----  
David L. Porges  
Executive Vice President and  
Chief Financial Officer

June 21, 2001

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EXHIBIT INDEX

Exhibit No.	Description	Sequential Page No.
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